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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

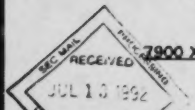
OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended May 30, 1992 Commission File Number 0-6365

APOGEE ENTERPRISES, INC.
(Exact Name of Registrant as Specified in Charter)

Minnesota 41-0919654
(State of Incorporation) (IRS Employer ID No.)



7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431
(Address of Principal Executive Offices)

Registrant's Telephone Number (612) 835-1874

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO ____

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the latest practicable date.

Class	Outstanding at June 30, 1992
Common Stock, $.33⅓ Par Value	13,095,635

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APOGEE ENTERPRISES, INC.
FORM 10-Q
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APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Thousands of Dollars)

ASSETS	May 30, 1992 (Unaudited)	February 29, 1992 (Audited)
Current assets		
Cash and cash equivalents	$ 13,049	$ 18,742
Receivables, net	93,298	93,093
Inventories	39,058	39,489
Deferred income taxes	9,910	9,610
Other current assets	2,315	5,442
Total current assets	157,630	166,376
Property, plant and equipment, net	68,978	70,581
Intangible assets, at cost less accumulated amortization	5,448	5,599
Investments in and advances to affiliated companies	6,188	5,802
Other assets	1,165	1,151
Total assets	$239,409	$249,509
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 29,424	$ 33,639
Accrued expenses	30,561	37,720
Billings in excess of costs and earnings on uncompleted contracts	17,013	16,472
Accrued income taxes	5,471	9,018
Notes payable	300	-
Current installments of long-term debt	4,166	4,162
Total current liabilities	86,935	101,011
Long-term debt	27,252	25,267
Deferred income taxes	1,890	1,946
Other long-term liabilities	9,032	7,504
Shareholders' equity		
Common stock, $.33⅓ par value; authorized 50,000,000 shares; issued and outstanding 13,574,000 and 13,461,000 shares, respectively	4,525	4,487
Additional paid-in capital	16,326	14,908
Retained earnings	93,449	94,386
Total shareholders' equity	114,300	113,781
Total liabilities and shareholders' equity	$239,409	$249,509

See accompanying notes to consolidated financial statements.

APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED RESULTS OF OPERATIONS
FOR THE QUARTERS ENDED MAY 30, 1992 AND JUNE 1, 1991
(Thousands of Dollars Except Share and Per Share Amounts)
(Unaudited)

	Quarter Ended	
	May 30, 1992	June 1, 1991
Net sales	$130,878	$133,755
Cost of sales	111,642	110,617
Gross profit	19,236	23,138
Selling, general and administrative expenses	18,164	17,305
Equity in net loss of affiliated companies	28	812
Operating income	1,044	5,021
Interest expense, net	494	397
Earnings before income taxes	550	4,624
Income taxes	231	1,919
Net earnings	$ 319	$ 2,705
Weighted average number of common and common equivalent shares outstanding	13,513,000	13,539,000
Earnings per share	$ .02	$ .20
Cash dividends per common share	$ .065	$ .065

See accompanying notes to consolidated financial statements.

APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE QUARTERS ENDED MAY 30, 1992 AND JUNE 1, 1991
(Thousands of Dollars)
(Unaudited)

	1992	1991
OPERATING ACTIVITIES		
Net earnings	$ 319	$ 2,705
Adjustments to reconcile net earnings to net cash used in operating activities:		
Depreciation and amortization	3,965	3,795
Provision for losses on accounts receivable	335	832
Non-current deferred income taxes	(56)	(678)
Equity in net loss of affiliated companies	28	812
Other, net	(405)	441
Changes in operating assets and liabilities, net of effect of acquisitions:		
Receivables	(540)	(7,960)
Inventories	431	(569)
Other current assets	3,127	(8,029)
Accounts payable and accrued expenses	(11,374)	(11,773)
Billings in excess of costs and earnings on uncompleted contracts	541	12,930
Accrued and current deferred income taxes	(3,847)	4,453
Other long-term liabilities	1,528	582
Net cash used in operating activities	(5,948)	(2,659)
INVESTING ACTIVITIES		
Capital expenditures	(2,304)	(4,247)
Acquisition of businesses, net of cash acquired	(250)	(226)
Investments in and advances to affiliated companies	(414)	(55)
Other, net	734	(371)
Net cash used in investing activities	(2,234)	(4,899)
FINANCING ACTIVITIES		
Payments on long-term debt	(11)	(115)
Proceeds from issuance of long-term debt	2,300	-
Proceeds from issuance of common stock	1,508	61
Repurchase and retirement of common stock	(426)	(103)
Dividends paid	(882)	(876)
Net cash provided by (used in) financing activities	2,489	(1,033)
Decrease in cash	(5,693)	(8,591)
Cash at beginning of period	18,742	20,468
Cash at end of period	$ 13,049	$ 11,877

See accompanying notes to consolidated financial statements.

APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Principles of Consolidation

In the opinion of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of May 30, 1992 and June 1, 1991, and the results of operations and cash flows for the thirteen weeks ended May 30, 1992 and June 1, 1991. Certain prior year amounts have been reclassified to conform to the current period presentation.

The financial statements and notes are presented as permitted by Form 10-Q and do not contain certain information included in the Company's annual financial statements and notes.

The results of operations for the thirteen-week period ended May 30, 1992 and June 1, 1991 are not necessarily indicative of the results to be expected for the full year.

Accounting period

The Company's fiscal year ends on the Saturday closest to February 28. Each interim quarter ends on the Saturday closest to the end of the months of May, August and November.

2. Inventories

Inventories consist of the following:

	May 30, 1992	February 29, 1992
Raw materials and supplies	$ 8,592	$ 8,269
In process	2,689	2,515
Finished goods	23,419	25,158
Costs in excess of billings	4,358	3,547
	$39,058	$39,489

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Sales and Earnings

First quarter net sales of $130.9 million were down slightly from $133.8 million in fiscal 1992. Net earnings of $319,000, or 2 cents per share, declined sharply from $2.7 million, or 20 cents per share, a year earlier.

Divisional sales and operating results were mixed when compared to the same quarter a year ago and are discussed below. The following table presents the percentage change in sales and operating income for the Company's four divisions and on a consolidated basis for the first quarter, when compared to the corresponding period a year ago.

Division	Percentage Change	
	Sales	Operating Income
Commercial Construction	(5%)	(93%)
Window Fabrication	(24%)	(91%)
Glass Fabrication	5%	445%
Installation and Distribution	5%	61%
Consolidated	(2%)	(88%)

Commercial Construction

The Commercial Construction Division (CCD) encountered rugged conditions during the first quarter. Lower revenues adversely impacted operating income when compared with a year ago. The decline was also attributable to high up-front marketing and selling costs related to CCD's pursuit of international projects and the recently entered security/detention markets. The division continues to win a significant share of business still available in traditional markets; however, CCD expects a continued slump in domestic commercial construction and more competitive bidding in institutional markets. These factors, along with high marketing costs, will combine to significantly reduce operating income in fiscal 1993.

CCD's backlog, representing 86% of the Company's backlog, decreased 2% from year-end to $196 million, the result of slower bidding activity. Overall, the Company's consolidated backlog of $228 million was down marginally from $232 million, at both the close of the fourth quarter and twelve months earlier.

Window Fabrication

The Window Fabrication Division (WFD), which also serves the commercial and institutional construction markets, reported a sharp decline in operating income. Limited industry activity resulted in weakened sales for the division's architectural companies. These units experienced poor operating results due to low production volumes and very competitive bidding for available work. The window coverings companies posted strong sales and profits for the first quarter. WFD expects the remainder of the year to be very challenging for its architectural companies as incoming orders are not likely to reach the levels needed to operate the division's facilities at consistently high volumes.

Glass Fabrication

The Glass Fabrication Division (GFD) had a solidly profitable first quarter as benefits from the closing of the West Coast operations began to be realized. Sales volume was higher for the Viracon architectural unit but continued pricing pressures held margins down. Repercussions of

the consolidation in the auto glass replacement industry continued to impact the sales and margins of Curvlite, GFD's auto glass fabrication unit. The division's Tru Vue unit exceeded expectations, with first quarter operating income surpassing fiscal 1992 full-year results. Although the division expects to be profitable in fiscal 1993, pricing pressures will continue to hold down margins and operating profits in the short term.

Marcon Coatings (Marcon), a 50%-owned joint venture, recorded strong sales and profits for the quarter. Marcon began construction on an addition to its current facility. The addition will house the coater moved from the West Coast and will allow Marcon to produce residential and architectural glass coatings simultaneously.

Installation and Distribution

The Installation and Distribution Division (IDD) reported improved results when compared to a very low base a year ago. IDD continues to feel the effects of price erosion due to intense competition for large volume, insurance-related business. While IDD's sales growth was encouraging, the division expects pricing pressures to make significant growth difficult in the near term. IDD continues to focus on cost reductions in conjunction with efficiency programs, while maintaining superior customer service. IDD believes providing excellent customer service to be the best long-term strategy in the automotive glass replacement industry.

The division added two retail units while closing 13, leaving 248 retail locations at the end of the first quarter. IDD continues to closely monitor the performance of all of its locations.

Other

Viratec Thin Films (Viratec), a 50%-owned joint venture, further reduced its quarterly losses while it began to grow sales of its proprietary coated glass products. Viratec hopes to achieve further sales and operational improvements in the upcoming months.

Consolidated

The following table compares quarterly results with a year ago results, as a percentage of sales, for each caption.

	Percentage of Sales	
	1992	1991
Net sales	100.0	100.0
Cost of sales	85.3	82.7
Gross profit	14.7	17.3
Selling, general and administrative expenses	13.9	12.9
Equity in net loss of affiliated companies	-	0.6
Operating income	0.8	3.8
Interest expense, net	0.4	0.3
Earnings before taxes	0.4	3.5
Income taxes	0.2	1.4
Net earnings	0.2	2.1
Effective tax rate	42.0%	41.5%

On a consolidated basis, the cost of sales percentage increased as all divisions felt the effects of intensely competitive pricing. Selling, general and administrative expenses rose as efforts to further penetrate new and existing markets continued, particularly at CCD and IDD.

Equity in net losses of affiliates dramatically decreased as improved profits at Marcon nearly offset the reduced losses of Apogee's other joint venture, Viratec.

Net interest expense grew marginally, largely due to lower interest income.

The effective income tax rate increased slightly and remains volatile due to the significant impact of joint venture results, which are not included in Apogee's consolidated tax return. The Company expects to adopt the FASB Statement No. 109 in fiscal 1994. The effect of this adoption is expected to be immaterial.

Liquidity and Capital Resources

Cash decreased from the beginning of the year as seasonal working capital needs were met and payments on outstanding payables and income taxes were made. Accounts receivable and inventory levels were unchanged from year-end levels, as collections essentially equalled billed sales.

Accounts payable and accrued expenses decreased from year end, reflecting the corresponding decrease in cash. Billings in excess of costs and earnings on uncompleted contracts remained about even with year-end levels.

Additions to property, plant and equipment totaled $2,304,000, with almost $500,000 of the expenditures for improvement of the Company's information systems most notably at IDD and CCD. The remainder of the additions related to replacements of equipment and leasehold improvements.

PART II

OTHER INFORMATION

ITEM 4. Submission of Matters to a Vote of Security Holders

Apogee Enterprises, Inc. Annual Meeting of Shareholders was held on June 23, 1992.

The election of directors and the ratification of the selection of the Company's auditors were approved by the shareholders.

In addition, the shareholders approved an amendment to the 1987 Apogee Enterprises, Inc. Partnership Plan to increase the number of shares of common stock authorized for issuance under the plan from 500,000 to 1,100,000.

The total number of shares of Apogee Enterprises, Inc. Common Stock, $.33⅓ par value, outstanding on April 30, 1992, the record date for the Annual Meeting, was 13,462,436. A minimum of 11,403,709 votes was received on all proposals, and all proposals were approved by a majority of 90% or greater.

ITEM 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

Exhibit 11. Statement of Determination of Common Shares and Common Share Equivalents.

(b) The Company did not file any reports on Form 8-K during the quarter for which this report is filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

APOGEE ENTERPRISES, INC.

Date: 7/10/97

William G. Gardner
Treasurer, Chief Financial Officer
and Secretary

Date: 7/10/97

Thomas N. Adamson
Vice President of Planning and Control

EXHIBIT II

STATEMENT OF DETERMINATION OF COMMON SHARES AND COMMON SHARE EQUIVALENTS

	Average No. of Common Shares & Common Share Equivalents Assumed to be Outstanding During the Quarter Ended:	
	May 30, 1992	June 1, 1991
Weighted average number of common shares outstanding (a)	13,502,296	13,477,582
Common share equivalents resulting from the assumed exercise of stock options (b)	10,286	61,082
Total primary common shares and common share equivalents	13,512,582	13,538,664

(a) Beginning balance of common stock adjusted for changes in amount outstanding, weighted by the elapsed portion of the period during which the shares were outstanding.

(b) Common share equivalents computed by the "treasury" method. Share amounts represent the dilutive effect of outstanding stock options which have an option value below the average market value for the current period.